21-39304

6ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

.IAN 25 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours per response... 1



FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE	ONLY
Prefix	Serial
DATE RE	CEIVED

Name of Offering (check if the	nis is an amendme	ent and na	me has change	d, and indicate char	nge.) noncesse
Common Stock - Hyperactiv				,	
Filing Under (Check box(es that apply):) [] <u>Rule 504</u> []	Rule 505	[X] <u>Rule 506</u>	[] Section 4(6)	[] ULOFEB 1 1 2002
Type of Filing: [X] New Filing	g [] Amendment				THOMSON
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Name of Issuer (check if this Hyperactive Technologies, In		t and nam	e has changed,	and indicate chang	e.)
Address of Executive Office Area Code)		eet, City,	State, Zip Code) Telephone Numbe	er (Including
104 Dogwood Lane Pittsburg	th, PA 15237				
Address of Principal Busine (Including Area Code) (if different from Executive Came Brief Description of Busines	Offices)	mber and	Street, City, Sta	ate, Zip Code) Telep	phone Number
Software and Hardware deve		ervice ind	ustry		
Type of Business Organizat	ion	8.8 g - 1 (A.A. 2003) - 1 9 1 (4) (9 1 m 4) (9 1 m4) (7) (7) (4) (10) (10)	abid Prisodrina (1909) de la platicie de devide (1994) al Libera (1966) de cidente (1905), il 71 C. Lis	a the enterior of a significant state of enterior and enterior and a significant state of the enterior of enterior and ent	k Prilad (18.3 States philosofte) - Art The Prilade of American (1884) A Copy for moderation.
[X] corporation	[] limited part	tnership, a	already formed	[] other (plea	se specify):
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Actual or Estimated Date of Organization:	Incorporation or	[0]7] [0]	1]	[X] Actual []	Estimated

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter	[]	Beneficial Owner	[]	Executive Officer	[X]	Director	[]	General and/or Managing Partner
Full Name (Last nam	ne first, if individ	lual)	en e villaga sacarinar intercurso a see a la membro espera.	end and the residence of the street of	o de Maliferen (M. 1945) a parte a dinas, martiro (M. 1944) a disensar	iling a special in Francis.	SASTANIA NI TRANSPANDANIA NI TRANSPANDA NI COM	Kir, Karen ^a NAPSKIN	tille fråg og til statemen og skalet had er till stateme
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104 Dogwood Lane Pi	`				, ,	,			
Check Box(es) that Apply:	[] Promoter	[X]	Beneficial Owner	[X]	Executive Officer	[X]	Director	[]	General and/or Managing Partner
Full Name (Last nam Coulter, R. Craig	ne first, if individ	lual)	eel sooy sook gecond-steen on gog soo oo oo b. Heritega een soo	asti Tirilli muutuu 199 viiniva.		Makagang en Meridirah	a 4.10 mark	and is a little of the	
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104 Dogwood Lane Pi	•		and Street	, Oity, C	riale, Zip Co	ue)			
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Check Box(es) that Apply:	[] Promoter	[X]	Beneficial Owner	[X]	Executive Officer	[X]	Director	[]	General and/or Managing Partner
Full Name (Last nam Fitzpatrick, Kerien W		ual)	THE PROPERTY OF THE PROPERTY O		entacked by the production of the land will be an inter-	, papa naga sasa ng	aligned and account to the second contract of		angan distansi saketa ili dan ya da 90 ma 192
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3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Sold
Rule 505	N/A	\$ <u>N/A</u>
Regulation A	N/A	\$ N/A
Rule 504	N/A	\$ N/A
Total	N/A	\$N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[] \$ 0
Printing and Engraving Costs	[] \$0
Legal Fees	[X] \$ <u>40,000</u>
Accounting Fees	[X] \$ <u>5,000</u>
Engineering Fees	[] \$0
Sales Commissions (specify finders' fees separately)	[] \$0
Other Expenses (identify) <u>Travel, Filing Fees and</u> Promotion	[X] \$ <u>1,000</u>
Total	[X] \$ 46,000
10101	[X] # 301000

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This \$ 354,000 difference is the "adjusted gross proceeds to the issuer."

Payments to

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Öfficers, Directors, & Affiliates	Payments To Others
Salaries and fees	[X]\$ <u>200,000</u>	[]\$0
Purchase of real estate	[]\$0	_ []\$0
Purchase, rental or leasing and installation of machinery and equipment	[]\$ 0	_ []\$ 0
Construction or leasing of plant buildings and facilities	[]\$0	_[]\$0

Name of Signer (Print or Type) Kerien W. Fitzpatrick	Title of Signer President	(Print or Type)	
Issuer (Print or Type) Hyperactive Technologies, Inc.	Signature Lown W. C	Date Jani Affebrek	uary 21, 2002
The issuer has duly caused this notice to be signotice is filed under Rule 505, the following sign to the U.S. Securities and Exchange Commissifurnished by the issuer to any non-accredited in	nature constitutes an on, upon written requ	undertaking by th est of its staff, the	e issuer to furnish information
D. FEDI	ERAL SIGNATURE		
Column Totals		[]\$ <u>0</u> []\$ <u>0</u> [X	[]\$0 []\$0]\$354,000
exchange for the assets or securities of anothe pursuant to a merger) Repayment of indebtedness Working capital Other (specify):	r issuer	[]\$ <u>0</u> []\$ <u>0</u> []\$	[]\$ <u>0</u> [X]\$ <u>154,000</u> _[]\$ <u>0</u>
Acquisition of other businesses (including the v securities involved in this offering that may be u	used in	f 1 \$ 0	r 1 \$ 0

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)